

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

RICHARD E. KAPLAN,

Plaintiff,

v.

FIRST HARTFORD CORPORATION,

Defendant.

Civil Action No. 04-10402-NMG

Civil Action No. 05-10320-NMG

(Consolidated)

PLAINTIFF RICHARD E. KAPLAN'S PRETRIAL MEMORANDUM

Pursuant to L.R. 16.5 and Expense and Delay Reduction Plan Rule 5.01, the plaintiff Richard E. Kaplan ("Kaplan") hereby submits the following Pretrial Memorandum, reserving the right to revise and/or supplement this submission in a timely manner before the trial of these consolidated cases.

1. Concise Summary of the Evidence that Will be Offered by the Plaintiff Kaplan.

Kaplan expects to offer evidence that the proxy materials distributed by the defendant First Hartford Corporation ("FHC") in connection with the January 22, 2004 and February 24, 2005 annual shareholders' meetings contained false and/or misleading statements or omissions of material fact. This is a shareholder action brought by the beneficial owner of more than 19% of the outstanding shares of FHC. The proxy materials disseminated by FHC contained false or misleading statements of material fact and omitted to state other material facts necessary to make the materials not false or misleading, in violation of the federal securities laws. The plaintiff seeks to void the shareholder votes taken at the meetings, an order for new shareholder meetings to be called with appropriate notice and pursuant to proxy materials which are complete,

accurate, truthful and not misleading, and an award to the plaintiff of the costs and expenses of this litigation, including attorneys' fees.

2. The plaintiff agrees that the Undisputed Facts set forth by FHC in its Pretrial Memorandum are established.

3. The plaintiff agrees that all factual allegations in the complaints in Kaplan v. First Hartford Corporation (C.A. No. 04-10402-NMG) ("Kaplan I") and Kaplan v. First Hartford Corporation (C.A. No. 05-10320-NMG) ("Kaplan II"), except the undisputed facts established, are contested.

4. There are no jurisdictional questions.

5. Pending Motions. The plaintiff has opposed FHC's recently filed motion for summary judgment, and intends to file a response to FHC's reply to the plaintiff's opposition. In addition, there is pending a motion to consolidate Kaplan I and Kaplan II with the case filed on March 8, 2006, Kaplan v. First Hartford Corporation (C.A. No. 06-10424-NMG) ("Kaplan III").

6. Issues of Law. Kaplan does not anticipate any unusual issues of law, including evidentiary questions, to arise during the course of trial.

7. There are no requested amendments to the pleadings at this time.

8. There are no additional matters to aid in the disposition of the cases at this time.

9. The probable length of trial is three to five days.

10. Kaplan expects to call as witnesses Richard E. Kaplan, David E. Kaplan, Neil Ellis, David Harding and Stuart Greenwald. The testimony of the defendant FHC may be presented by deposition. The plaintiff does not expect to present any expert witness testimony. Kaplan reserves the right to call additional witnesses, if necessary, to rebut testimony offered by any of FHC's witnesses.

11. Proposed Exhibits. The plaintiff adopts the list of Proposed Exhibits furnished by FHC in its Pretrial Memorandum.

Respectfully submitted,

RICHARD E. KAPLAN,
Plaintiff,

By his attorneys,

/s/ Larry C. Kenna

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